



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**SCC898.4
(07/03)**

GUIDE FOR ARTICLES OF DOMESTICATION

(Foreign nonstock corporation to be domesticated as a Virginia corporation)

ARTICLES OF DOMESTICATION OF
(Name of corporation)

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 11.1 of the Code of Virginia, hereby executes the following articles of domestication and sets forth:

ONE

The name of the corporation immediately prior to the filing of these articles of domestication is _____. Upon the filing of these articles, the name of the corporation shall be _____.

TWO

(Set forth the plan of domestication and, as a separate attachment, the full text of the articles of incorporation as they will be in effect immediately after consummation of the domestication. See § 13.1-898.2 of the Code of Virginia for the statutory provisions related to the plan.)

THREE

(Set forth the original jurisdiction of the corporation, the date the corporation was incorporated in that jurisdiction, and each subsequent jurisdiction and the date the corporation was domesticated in each such jurisdiction, if any, prior to the filing of these articles of domestication.)

FOUR

The domestication is permitted by the laws of the jurisdiction in which the corporation is incorporated and the corporation has complied with those laws in effecting the domestication.

The undersigned declares that the facts herein stated are true as of (date).

(name of corporation)

By: (signature)

(printed name and corporate title)

Instructions on reverse

Instructions

The articles must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

Guideform SCC898.4 has been produced by the Commission as a guide to help you prepare the corporation's articles of domestication. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the italicized portions).

You can download this form from our Web site at www.state.va.us/scc/division/clk/index.htm.

If the name of the corporation prior to the filing of the articles of domestication is unavailable for use in this Commonwealth or the corporation desires to change its name in connection with the domestication, it must set forth a new name that satisfies the requirements of § 13.1-829 of the Code of Virginia.

The articles of incorporation that will be in effect immediately after consummation of the domestication must comply with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia.

The articles of domestication must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.

It is a Class 1 misdemeanor for any person to sign a document he knows is false in any material respect with intent that the document be delivered to the Commission for filing.

The Commission cannot file or issue any certificate with respect to an entity until all fees, fines, penalties and interest assessed, imposed, charged or to be collected by the Commission under Title 12.1 or 13.1 of the Code of Virginia have been paid by or on behalf of such entity.

Send the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the total amount of the charter and filing fees, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Charter fee: See § 13.1-815.1 of the Code of Virginia or call the Clerk's Office Legal Services section for assistance.

Notes

A foreign corporation's existence as a domestic corporation shall begin when the certificate of domestication is effective. See § 13.1-898.4 of the Code of Virginia.

If the corporation was authorized to transact business in Virginia prior to the filing of the articles of domestication, its certificate of authority shall be canceled automatically on the effective date of the certificate of domestication issued by the Commission. See § 13.1-898.4 of the Code of Virginia.